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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10756 AND DISALLOWING AND
EXPUNGING PROOF OF CLAIM NUMBER 10711
(U.S. AEROTEAM, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and U.S. Aeroteam, Inc. ("U.S. Aeroteam") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10756 And Disallowing And Expunging Proof Of Claim Number 10711 (U.S. Aeroteam, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 25, 2006, U.S. Aeroteam filed proof of claim number 10711 against Delphi Corporation, asserting an unsecured non-priority claim in the amount of \$444,213.68 (the "Goods & Services Claim") arising from the sale of goods and performance of services.

WHEREAS, on July 25, 2006, U.S. Aeroteam filed proof of claim number 10756 against Delphi, asserting an unsecured non-priority claim in the amount of \$2,236,266 (the "Litigation Claim," and collectively with the Goods & Services Claim, the "Claims") arising from litigation with respect to a breach of contract claim.

WHEREAS, on October 31, 2006, the Debtors objected to the Litigation Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on January 18, 2008, the Debtors objected to the Goods & Services Claim pursuant to the Debtors' Twenty-Fifth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Claims Not Reflected On Debtors' Books And Records, And (D) Claims Subject To Modification And Lift Stay Procedures Claim Subject To Modification (Docket No. 12288) (the "Twenty-Fifth Omnibus Claims Objection").

WHEREAS, on November 22, 2006, U.S. Aeroteam filed its U.S. Aeroteam, Inc.'s Response To Debtors' Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification (Docket No. 5914) (the "Response").

WHEREAS, on April 17, 2008, to resolve the Third Omnibus Claims Objection with respect to the Litigation Claim and the Twenty-Fifth Omnibus Claims Objection with respect to the Goods & Services Claim, Delphi and U.S. Aeroteam entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, Delphi acknowledges and agrees that the Litigation Claim shall be allowed against Delphi in the amount of \$275,000.00 and the Goods & Services Claim shall be disallowed and expunged with prejudice.

WHEREAS, Delphi is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26,

2007.

THEREFORE, the Debtors and U.S. Aeroteam stipulate and agree as follows:

1. Proof of claim 10756 shall be allowed in the amount of \$275,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi.
2. Without further order of the Court, Delphi is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which U.S. Aeroteam is a party.
3. Proof of claim 10711 shall be disallowed and expunged with prejudice.
4. U.S. Aeroteam shall withdraw its Response to the Third Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 25th day of September, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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